

IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF DELAWARE

GIRAFA.COM, INC.,	)	
	)	
Plaintiff,	)	
	)	
v.	)	C.A. No. 07-787-SLR
	)	
AMAZON WEB SERVICES LLC,	)	
AMAZON.COM, INC., ALEXA	)	
INTERNET, INC., IAC SEARCH &	)	
MEDIA, INC., SNAP TECHNOLOGIES, INC.,	)	
YAHOO! INC., SMARTDEVIL INC.,	)	
EXALEAD, INC., and EXALEAD S.A.,	)	
	)	
Defendants.	)	

**PLAINTIFF’S REPLY TO AMENDED COUNTERCLAIMS OF DEFENDANTS  
AMAZON WEB SERVICES, LLC, AMAZON.COM, INC. & ALEXA INTERNET, INC.**

Plaintiff and Counterclaim Defendant Girafa.Com, Inc. (“Girafa”) hereby replies to the First Amended Answer, Defenses and Counterclaims of Amazon Web Services, LLC, Amazon.com, Inc. and Alexa Internet, Inc. (hereinafter collectively referred to as “the Amazon Defendants”) in the following manner:

**COUNTERCLAIMS FOR DECLARATORY RELIEF**

1. Paragraph 1 of the Amazon Defendants’ counterclaims contains no allegations against Girafa and, therefore, no response is required. To the extent a response is required, Girafa denies the allegations of paragraph 1 of the Amazon Defendants’ counterclaims.

**PARTIES**

2. Girafa admits the allegations in paragraph 2 of the Amazon Defendants’ Counterclaims.

3. Girafa admits the allegations in paragraph 3 of the Amazon Defendants' Counterclaims.

4. Girafa admits the allegations in paragraph 4 of the Amazon Defendants' Counterclaims.

5. With respect to the allegations in paragraph 5 of the Amazon Defendants' Counterclaims, Girafa admits that Girafa.com, Inc. has a principal place of business at 1313 N. Market Street, Suite 5100, Wilmington, Delaware 19801 and that Girafa.com, Ltd. has a principal place of business at Twin Tower Two, 35 Jabotinsky Road, Suite 401, Ramat Gan, 52511, Israel.

#### **JURISDICTION AND VENUE**

6. Girafa admits the allegations of paragraph 6 of the Amazon Defendants' Counterclaims.

7. Girafa admits the allegations of paragraph 7 of the Amazon Defendants' Counterclaims.

8. Girafa admits the allegations of paragraph 8 of the Amazon Defendants' Counterclaims.

9. Girafa admits the allegations of paragraph 9 of the Amazon Defendants' Counterclaims.

10. Girafa admits the allegations of paragraph 10 of the Amazon Defendants' Counterclaims.

**COUNTERCLAIM I**  
(Declaration of Noninfringement)

11. Girafa restates and incorporates by reference its responses to paragraphs 1-10 of the Amazon Defendants' Counterclaims as if fully set forth herein.

12. Girafa denies the allegations of paragraph 12 of the Amazon Defendants' Counterclaims.

13. Girafa denies the allegations of paragraph 13 of the Amazon Defendants' Counterclaims.

**COUNTERCLAIM II**  
(Declaration of Invalidity)

14. Girafa restates and incorporates by reference its responses to paragraphs 1-13 of the Amazon Defendants' Counterclaims as if fully set forth herein.

15. Girafa denies the allegations of paragraph 15 of the Amazon Defendants' Counterclaims.

16. Girafa denies the allegations of paragraph 16 of the Amazon Defendants' Counterclaims.

**COUNTERCLAIM III**  
(Declaration of Unenforceability Due to Inequitable Conduct)

**Misrepresentation**

17. Girafa restates and incorporates by reference its responses to paragraphs 1-16 of the Amazon Defendants' Counterclaims as if fully set forth herein.

18. Girafa denies the allegations of paragraph 18 of the Amazon Defendants' Counterclaims.

19. Girafa admits the allegations of paragraph 19 of the Amazon Defendants' Counterclaims.

20. Girafa admits that the Examiner found that one reference (United States Patent No. 6,665,838 to Brown) did not disclose thumbnail visual images of home pages and denies the remaining allegations of paragraph 20 of the Amazon Defendants' Counterclaims.

21. Girafa admits that an interview between the Applicants and the Examiner took place on June 3, 2004, in which Miller was specifically discussed and that the Applicants amended a number of its claims subsequently. Girafa denies the remaining allegations of paragraph 21 of the Amazon Defendants' Counterclaims.

22. Girafa denies the allegations of paragraph 22 of the Amazon Defendants' Counterclaims.

23. Girafa admits that its patent was allowed and denies the remaining allegations of paragraph 23 of the Amazon Defendants' Counterclaims.

24. Girafa denies the allegations of paragraph 24 of the Amazon Defendants' Counterclaims.

25. Girafa denies the allegations of paragraph 25 of the Amazon Defendants' Counterclaims.

26. Girafa denies the allegations of paragraph 26 of the Amazon Defendants' Counterclaims.

27. Girafa denies the allegations of paragraph 27 of the Amazon Defendants' Counterclaims..

28. Girafa denies the allegations of paragraph 28 of the Amazon Defendants' Counterclaims.

**Withheld Prior Art**

29. Girafa admits that the listed references were disclosed to the Patent Office and denies that they were withheld.

30. Girafa denies the allegations of paragraph 30 of the Amazon Defendants' Counterclaims.

31. Girafa admits the allegations of paragraph 31 of the Amazon Defendants' Counterclaims.

32. Girafa admits that it disclosed the subject references and denies that these references were ever "withheld".

33. Girafa denies the allegations of paragraph 33 of the Amazon Defendants' Counterclaims.

34. Girafa denies the allegations of paragraph 34 of the Amazon Defendants' Counterclaims.

35. Girafa denies the allegations of paragraph 35 of the Amazon Defendants' Counterclaims.

**RELIEF REQUESTED**

Girafa denies that the Amazon Defendants are entitled to any aspect of the relief they seek.

**ADDITIONAL PRAYER FOR RELIEF**

WHEREFORE, in addition to its Complaint and in response to the Amazon Defendants' Counterclaims, Girafa respectfully requests that:

a. Judgment be entered declaring that each of the claims of the '904 patent is valid, enforceable and infringed;

b. Judgment be entered that each of the counterclaims against Girafa is dismissed with prejudice;

c. Judgment be entered awarding Girafa its costs and reasonable attorneys' fees pursuant to 35 U.S.C. § 285; and

d. The Court enter such other and further relief as the Court may deem just and proper under the circumstances.

ASHBY & GEDDES

*/s/ Tiffany Geyer Lydon*

---

Steven J. Balick (I.D. #2114)  
John G. Day (I.D. #2403)  
Tiffany Geyer Lydon (I.D. #3950)  
500 Delaware Avenue, 8<sup>th</sup> Floor  
P.O. Box 1150  
Wilmington, DE 19899  
(302) 654-1888  
sbalick@ashby-geddes.com  
jday@ashby-geddes.com  
tlydon@ashby-geddes.com

*Attorneys for Plaintiff Girafa.com Inc.*

*Of Counsel:*

William H. Mandir  
John F. Rabena  
Carl J. Pellegrini  
Chandran B. Iyer  
Trevor C. Hill  
SUGHRUE MION, PLLC  
2100 Pennsylvania Ave., N.W.  
Washington D.C. 20037  
(202) 293-7060

Dated: July 24, 2008